EOG RESOURCES INC

Form 4 January 07, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number: 3235-0287

Estimated average

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Expires:

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

January 31, 2005

Form 4 or Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

response... 0.5

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * CLARK JANET F			Symbol	2. Issuer Name and Ticker or Trading Symbol EOG RESOURCES INC [EOG]					5. Relationship of Reporting Person(s) to Issuer			
(T - 1)	(F' A)	O.C. 1							(Check all applicable)			
(Last)	(First)	(Mid	, 5. 2 4.0	Earliest Tra	ansaction							
			(Month/D	•				_X_ Director		6 Owner		
1111 BAGBY, SKY LOBBY 2			01/06/20	01/06/2014					Officer (give title Other (spelow) below)			
	4. If Ame	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check						
				Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
HOUSTON,	TX 77002							Person	More than One K	eporting		
(City)	(State)	(Zi	p) Tabl	e I - Non-D	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned		
1.Title of	2. Transaction I	Date :	2A. Deemed	3.	4. Securi	ties		5. Amount of	6. Ownership	7. Nature of		
Security (Month/Day/Year) Executive		Execution Date, if	on Date, if TransactionAcquired (A) or			Securities Form: Direct Indirect						
(Instr. 3)			any	Code	Disposed	of (D))	Beneficially	(D) or	Beneficial		
			(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		5)	Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)		
						(A)		Reported Transaction(s)				
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Common	01/06/2014			A	284	A	\$0	284	D			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and Am Underlying Sec (Instr. 3 and 4)	
	j				Disposed of (D) (Instr. 3, 4, and 5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Shares
Stock Appreciation Rights	\$ 164.02	01/06/2014		A	199	01/06/2015(1)	01/06/2021	Common Stock	199

Reporting Owners

Relationships						
Director	10% Owner Officer		Other			
X						
		Director 10% Owner	Director 10% Owner Officer			

Signatures

Vicky Strom, attorney-in-fact for Ms. Janet F. Clark 01/07/2014

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The stock appreciation rights become exercisable 50% after one year and 100% after two years, following the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2